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19 **UNITED STATES DISTRICT COURT**  
20 **NORTHERN DISTRICT OF CALIFORNIA**

21 **SAN FRANCISCO DIVISION**

22 RICHARD KADREY, *et al.*,  
23 Individual and Representative Plaintiffs,  
24 v.  
25 META PLATFORMS, INC., a Delaware  
corporation;  
26 Defendant.  
27

Case No. 3:23-cv-03417-VC-TSH

**DECLARATION OF MICHELLE WOODHOUSE  
IN SUPPORT OF PLAINTIFFS'  
ADMINISTRATIVE MOTION TO CONSIDER  
WHETHER ANOTHER PARTY'S MATERIAL  
SHOULD BE SEALED (DKT. 260)**

I, Michelle Woodhouse, hereby declare:

1. I am an Associate General Counsel for Defendant, Meta Platforms, Inc. (“Meta”). I have personal knowledge of the facts set forth in this Declaration and, if called to testify as a witness, could and would testify competently thereto.

2. Pursuant to Local Rule 79-5(f)(3), I make this Declaration in support of Plaintiffs’ Administrative Motion (the “Motion”) to Consider Whether Another Party’s Material Should Be Sealed (Dkt. 260). The Motion seeks leave to file under seal portions of Plaintiffs’ Letter Brief Regarding Meta’s Amended Privilege Logs (the “Letter Brief”) (Dkt. 269 (replacing Dkt. 262)). The Motion also seeks leave to have exhibits to the Declaration of Maxwell V. Pritt (“Pritt Declaration”) in Support of Plaintiffs’ Letter Brief partially or entirely sealed. The materials for which the Motion seeks leave to file under seal are set forth in the table below, alongside the relief requested for each:

Document	Sealing Request
Letter Brief	<ul style="list-style-type: none"> <li>Redacted materials in Dkt. 269</li> </ul>
Exhibit A to Pritt Declaration	<ul style="list-style-type: none"> <li>Redacted portions in Exhibit 1, attached to this Declaration</li> </ul>
Exhibit B to Pritt Declaration	<ul style="list-style-type: none"> <li>Redacted portions in Exhibit 2, attached to this Declaration</li> </ul>
Exhibit C to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit D to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit E to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit F to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit H to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit I to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit J to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit K to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>
Exhibit L to Pritt Declaration	<ul style="list-style-type: none"> <li>Entire document</li> </ul>

Exhibit M to Pritt Declaration	• Entire document
Exhibit N to Pritt Declaration	• Entire document
Exhibit O to Pritt Declaration	• Entire document
Exhibit P to Pritt Declaration	• Entire document
Exhibit Q to Pritt Declaration	• Entire document
Exhibit R to Pritt Declaration	• Entire document
Exhibit S to Pritt Declaration	• Entire document
Exhibit T to Pritt Declaration	• Entire document
Exhibit U to Pritt Declaration	• Entire document

3. The **Letter Brief** contains significant discussion and descriptions of Meta's documents and communications relating to AI development, including quotes from these materials. These materials contain Meta's highly sensitive information, including business strategies and technical information regarding the development of Meta's AI models, as well as internal discussions concerning this information. Maintaining the confidentiality of this information is critical to Meta's business and Meta treats this information as highly confidential, trade secret. Public disclosure of the information in these documents exposes Meta to the risk of competitive harm. The redactions in Dkt. 269 comprise narrowly tailored portions reflecting Meta confidential information sought to be sealed.

4. **Exhibit A to Pritt Declaration** is a letter from Plaintiffs' counsel in this action regarding Meta's privilege log, which contains significant discussion and descriptions of Meta's highly confidential internal communications. Public disclosure of the letter exposes Meta to the risk of competitive harm. While the Motion, relying on Meta's confidential information, sought to have the entirety of Exhibit A sealed, Meta does not consider all of the information in the letter to be confidential. Attached as **Exhibit 1** to this Declaration is a newly redacted version of **Exhibit A to Pritt Declaration**, with narrowly tailored redactions applied to Meta confidential information.

5. **Exhibit B to Pritt Declaration** is a letter from Plaintiffs' counsel in this action regarding Meta's privilege log, which contains significant discussion and descriptions of Meta's

1 highly confidential internal communications. Public disclosure of the letter exposes Meta to the  
 2 risk of competitive harm. While the Motion, relying on Meta's confidential information, sought to  
 3 have the entirety of Exhibit B sealed, Meta does not consider all of the information in the letter to  
 4 be confidential. Attached as **Exhibit 2** to this Declaration is a newly redacted version of **Exhibit**  
 5 **B to Pritt Declaration**, with narrowly tailored redactions applied to Meta confidential information.

6 6. **Exhibit C to Pritt Declaration** is a letter from Meta's counsel in this action  
 7 regarding Meta's privilege log, which contains significant discussion and descriptions of Meta's  
 8 highly confidential internal communications. Public disclosure of the letter exposes Meta to the  
 9 risk of competitive harm.

10 7. **Exhibit D to Pritt Declaration** is the deposition transcript of Melanie Kambadur,  
 11 dated September 17, 2024. The deposition of Ms. Kambadur was designated as highly confidential,  
 12 pursuant to the Protective Order (Dkt. 90). The deposition transcript of Ms. Kambadur contains  
 13 references to Meta's highly sensitive business strategies and technical information regarding the  
 14 development of Meta's AI models. Maintaining the confidentiality of this information is critical to  
 15 Meta's business and Meta treats this information as highly confidential, trade secret. Public  
 16 disclosure of the information in this deposition transcript exposes Meta to the risk of competitive  
 17 harm.

18 8. **Exhibit E to Pritt Declaration** is Meta's Amended Non-Email Privilege Log,  
 19 which contains significant discussion and descriptions of Meta's highly confidential internal  
 20 communications. Public disclosure of this document exposes Meta to the risk of competitive harm.

21 9. **Exhibit F to Pritt Declaration** is Meta's Amended Email Privilege Log, which  
 22 contains significant discussion and descriptions of Meta's highly confidential internal  
 23 communications. Public disclosure of this document exposes Meta to the risk of competitive harm.

24 10. **Exhibits H, I, J, K, L, M, N, O, P, Q, R, S, T, and U to Pritt Declaration** comprise  
 25 internal Meta documents and communications relating to AI development. These materials include  
 26 highly sensitive information regarding Meta's AI business strategies, and the technical  
 27 development and components of Meta's AI models and include internal discussion of this  
 28 information. Maintaining the confidentiality of this information is critical to Meta's business and

1 Meta treats this information as highly confidential, trade secret. Public disclosure of the  
2 information in these documents exposes Meta to the risk of competitive harm. These materials are  
3 designated highly confidential, pursuant to the Protective Order (Dkt. 90.)

4 11. Public disclosure of the information contained in the above-referenced Letter Brief  
5 and exhibits exposes Meta to the risk of competitive and financial harm by revealing Meta's non-  
6 public trade secret information and technical data pertaining to its generative AI offerings. For this  
7 reason, Meta takes steps to carefully protect the confidentiality of this sort of information.

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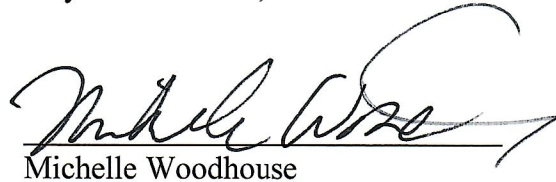
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1 I declare under penalty of perjury under the laws of the United States of America that the  
2 foregoing is true and correct.

3 Executed in San Jose, CA on this 15<sup>th</sup> day of November, 2024.

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5   
6 Michelle Woodhouse

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